

**THE
GREENBRIER
COMPANIES**

The Greenbrier Companies, Inc.

One Centerpointe Drive Suite 200
Lake Oswego Oregon 97035
503 684 7000 Fax 503 684 7553

RECORDED 24059 FILED

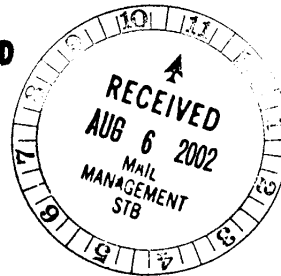
July 31, 2002

AUG 06 '02

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SURFACE TRANSPORTATION BOARD

Mr. Vernon A. Williams
Secretary
Surface Transportation Board
1925 K Street, N.W., Room 704
Washington, D.C. 20423-0001



Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301 are two (2) originals and three (3) photocopies of a Memorandum of Lease Agreement for Rider No. 1 dated as of June 1, 2002, a primary document as defined in the Rules for the Recordation of Documents, 49 C.F.R. Section 1177.

The names and addresses of the parties to the enclosed document are:

Lessor: Greenbrier Leasing Corporation
One Centerpointe Drive, Suite 200
Lake Oswego, Oregon 97035

Lessee: Iowa Pacific Holdings LLC
55 East Jackson Street, 14th Floor
Chicago, IL 60661

A description of the railroad equipment covered by the enclosed document is:

Twenty (20) 52-foot mill gondola railcars marked and numbered TNMR 286250 through TNMR 286299, non-inclusive. The final Car numbers will be reflected in the Certificate of Acceptance to be executed by Lessee.

Also enclosed is a payment of \$30 payable to the order of the Surface Transportation Board covering the required recordation fee.

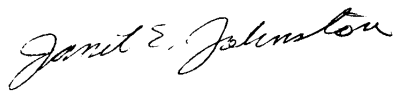
Kindly return stamped copies of the enclosed document not needed for your files to the undersigned.

Mr. Vernon A. Williams
July 31, 2002
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A short summary of the enclosed primary document to appear in the Board's
Index is:

Memorandum of Lease Agreement for Rider No. 1 dated as of June 1,
2002, between Greenbrier Leasing Corporation, Lessor, and Iowa
Pacific Holdings LLC, Lessee.

Sincerely,

A handwritten signature in cursive script that reads "Janet E. Johnston".

Janet E. Johnston
Assistant to the Executive Vice President

JEJ
Enclosure

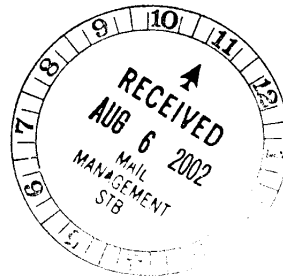
cc: Robert W. Alvord, Esq.

RECORDING NO. 24059 FILED

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SURFACE TRANSPORTATION BOARD



MEMORANDUM OF LEASE AGREEMENT

BETWEEN

GREENBRIER LEASING CORPORATION ("LESSOR")

AND

IOWA PACIFIC HOLDINGS, LLC,
TEXAS AND NEW MEXICO RAILROAD,
AND WEST TEXAS AND LUBBOCK RAILROAD ("CO-LESSEES")

JUNE 1, 2002

RIDER NO. 1

DATED JUNE 1, 2002

Memorandum of a Lease Agreement and Rider No. 1 thereto, made and entered into as of June 1, 2002 by and between Greenbrier Leasing Corporation, a Delaware corporation ("Lessor"), and Iowa Pacific Holdings, LLC an Iowa limited liability company, Texas and New Mexico Railroad, a Texas Corporation, and West Texas and Lubbock Railroad ("Co-lessees").

WITNESSETH:

1. Lessor has agreed to furnish to Co-lessees, and Co-Lessees have agreed to lease from Lessor, twenty (20) 52-foot mill gondola railcars marked and numbered TNMR 286250 through TNMR 286299, non-inclusive. The final Car numbers will be reflected in the Certificate of Acceptance to be executed by Co-lessees.
2. Rider No. 1 to the Lease Agreement shall be effective as of the date first set forth hereinabove and shall be subject to the lease term set forth in the Lease Agreement and Rider No. 1.

IN WITNESS WHEREOF, the parties hereto have caused this instrument to be signed and sealed by their respective corporate officers as of the date and year first above written.

LESSOR:
GREENBRIER LEASING CORPORATION

BY: Norman M. Webb

NAME: NORMAN M. WEBB

TITLE: Executive Vice President

DATE: 7/22/02

CO-LESSEE:
IOWA PACIFIC HOLDINGS, LLC

BY: Edwin Ellis

NAME: EDWIN ELLIS

TITLE: President

DATE: 7/18/02

CO-LESSEE:
TEXAS AND NEW MEXICO RAILROAD

BY: Edwin Ellis

NAME: EDWIN ELLIS

TITLE: President

DATE: 7/18/02

CO-LESSEE:
WEST TEXAS AND LUBBOCK RAILROAD

BY: Edwin Ellis

NAME: EDWIN ELLIS

TITLE: President

DATE: 7/18/02

STATE OF OREGON

)

) ss.

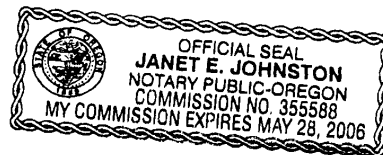
COUNTY OF CLACKAMAS

)

On this 22nd day of JULY, 2002, before me personally appeared Norriss M. Webb, to me personally known, who being by me duly sworn, says that he is the Executive Vice President of Greenbrier Leasing Corporation that the foregoing instrument was signed on behalf of said corporation, and he acknowledged that the execution of the said instrument was his free act and deed.

Janet E. Johnston
NOTARY PUBLIC

My commission expires: 5/28/2006



STATE OF ILLINOIS)
) ss.
COUNTY OF COOK)

On this 18th day of JULY, 2002, before me personally appeared
EDWIN LUIS, to me personally known, who being by me duly sworn,
says that s/he is the PRESIDENT of Iowa Pacific Holdings, LLC, that the
foregoing instrument was signed on behalf of said corporation, and s/he acknowledged that the
execution of the said instrument was her or his free act and deed.

Lisa Valenti
NOTARY PUBLIC

My commission expires: 4/17/2005



STATE OF ILLINOIS)
) ss.
COUNTY OF COOK)

On this 18th day of JULY, 2002, before me personally appeared
EDWIN LUIS, to me personally known, who being by me duly sworn,
says that s/he is the PRESIDENT of Texas and New Mexico Railroad, that the
foregoing instrument was signed on behalf of said corporation, and s/he acknowledged that the
execution of the said instrument was her or his free act and deed.

Lisa Valenti
NOTARY PUBLIC

My commission expires: 4/17/2005



STATE OF ILLINOIS)
) ss.
COUNTY OF COOK)

On this 18th day of JULY, 2002, before me personally appeared
EDWIN LUIS, to me personally known, who being by me duly sworn,
says that s/he is the PRESIDENT of West Texas and Lubbock Railroad, that
the foregoing instrument was signed on behalf of said entity, and s/he acknowledged that the
execution of the said instrument was her or his free act and deed.

Lisa Valenti
NOTARY PUBLIC

My commission expires: 4/17/2005

